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Additional numbers of conveyance: Assignment	☐ General Partnership ☐ Limited Partnership ☐ Corporation-State of Delaware		City: Englewood Cliffs State: .NJ ZIP: 07632	
3. Nature of conveyance: □ Assignment □ Security Agreement □ Other □ Other □ Change of Name □ Other □ Execution Date: November 24, 1997 4. Application number(s) or patent number(s): A. Trademark Application No.(s) Serial No. 75/310771 Additional numbers attached? □ Yes © No 5. Name and address of party to whom correspondence concerning document should be mailed: Name:Nitchell A. Frank Internal Address: _Legal _Department				
Security Agreement	3. Nature of conveyance:		☐ General Partnership	
Consequence must be a separate document from easignment) Additional number(s) or patent number(s): A. Trademark Application No.(s) B. Trademark Registration No.(s) Serial No. 75/310771 Additional numbers attached? □ Yes ₺ No Serial No. 75/310771 Additional numbers attached? □ Yes ₺ No S. Name and address of party to whom correspondence concerning document should be mailed: Name	☐ Security Agreement ☐	Change of Name	Other	
A. Trademark Application No.(s) Serial No. 75/310771 Additional numbers attached? D Yes 10 No 5. Name and address of party to whom correspondence concerning document should be mailed. Name:Mitchell A. Frank Internal Address: _Legal _Department	Execution Date: November 24, 1997		(Designations must be a separate document from assignment)	
Additional numbers attached? Yes & No 5. Name and address of party to whom correspondence concerning document should be mailed: Name: Mitchell A. Frank Internal Address: Legal Department Bestfoods 7. Total fee (37 CFR 3.41)\$ 40.00 Enclosed Authorized to be charged to deposit account Street Address: 700 Sylvan Avenue International Plaza City: Englewood Cliffs State: NJ ZIP: 07632 City: Englewood Cliffs State: NJ ZIP: 07632 O7/13/1998 D008TES 0000263 033275 75310771 DO NOT USE THIS SPACE 01 FC1481 9. Statement and signature. To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document. Marjory A. Appel June 24, 1998	A. Trademark Application No.(s) B. Trademark Registration No.(s)			
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City: Englewood Cliffs State: _NJ ZIP: 07632 (Attach duplicate copy of this page if paying by deposit account) 07/13/1998 DCOATES 00000263 033275 75310771 DO NOT USE THIS SPACE 01 FC:481 9 Statement and signature. To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document. Marjory A. Appel June 24 , 1998	International Plaza			
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Name of Person Signing / Signature Date				

State of Delaware Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF
DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT
COPY OF THE CERTIFICATE OF OWNERSHIP, WHICH MERGES:

"BESTFOODS MERGER CO.", A DELAWARE CORPORATION,

WITH AND INTO "CPC INTERNATIONAL INC." UNDER THE NAME OF "BESTFOODS", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-FIFTH DAY OF NOVEMBER, A.D. 1997, AT 4:30 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF OWNERSHIP IS THE SECOND DAY OF JANUARY, A.D. 1998.

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CERTIFICATE OF OWNERSHIP AND MERGER MERGING

BESTFOODS MERGER CO.

INTO

CPC INTERNATIONAL INC.

(Pursuant to Section 253 of the

General Corporation Law of Delaware)

CPC International Inc., a corporation organized and existing under the laws of Delaware (the "Corporation"), does hereby certify:

FIRST: That the corporation owns all of the outstanding shares of each class of stock of Bestfoods Merger Co., a Delaware corporation incorporated on the 27th day of August, 1997, pursuant to the Delaware General Corporation Law.

SECOND: That the Corporation, by the following resolutions of its Board of Directors, duly adopted at a meeting held on September 16, 1997, determined to and effective January 2, 1998 will merge into itself said Bestfoods Merger Co., by the adoption thereof:

RESOLVED, that the Corporation merge and effective January 2, 1998 (the "Effective Date") it will merge into itself Bestfoods Merger Co. and assume on such Effective Date all of its obligations.

RESOLVED, that said merger shall become effective after the filing of a Certificate of Ownership and Merger with the Secretary of State of the State of Delaware and on the Effective Date.

RESOLVED, that upon merger, the name of the Corporation shall be changed to Bestfoods and Article FIRST of the Restated Certificate of Incorporation of the Corporation, as heretofore amended, shall be amended to read as follows:

"FIRST: The name of the corporation is Bestfoods."

TRADEMARK REEL: 1752 FRAME: 0777 RESOLVED, that except for the foregoing amendment to Article FIRST, the Restated Certificate of Incorporation, as previously amended, shall remain unchanged by the merger and in full force and effect until further amended in accordance with the Delaware General Corporation Law.

RESOLVED, that the proper officers of the Corporation be, and they hereby are, directed to make and execute a Certificate of Ownership and Merger setting forth a copy of the resolutions to so merge Bestfoods Merger Co. and to assume its obligations, and to so change the name of the Corporation, and the date of adoption thereof, and to cause the same to be filed with the Secretary of State of the State of Delaware and to do all acts and things whatsoever, whether within or without the State of Delaware, which may be necessary or proper to effect said merger and change of name.

In witness whereof, the Corporation has caused this certificate to be signed by its duly authorized officer this <u>24</u>th day of November, 1997.

CPC INTERNATIONAL INC.

Mamai Mama A Malla

Title: Vice President and

General Counsel

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CERTIFICATE OF ASSETS

OF

CPC INTERNATION OF TWO

CPC INTERNATIONAL INC., a corporation organized and existing under the laws of Delaware (the "Corporation"), does hereby certify:

The total assets of the Corporation as reported to the United States on U.S. Form 1120 Schedule L are not less than 10 million dollars.

In witness whereof, the Corporation has caused this certificate to be signed by its duly authorized officer this 24th day of November, 1997.

CPC INTERNATIONALING.

Name Hanes A Heller

Title: Vice President and General Counsel

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